

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Hearing Date(s): March 9 and 10, 2009 at 9:00 a.m. (EDT)
)	Re: Docket Nos. 19579, 19580, 19581, 19988, 19989, 20026, 20121, 20304, 20666, 20667 and 20668

**CERTIFICATION OF COUNSEL REGARDING BLACKLINES
OF FIRST AMENDED PLAN OF REORGANIZATION,
DISCLOSURE STATEMENT AND EXHIBIT BOOK**

The Debtors hereby file the attached documents which represent comparisons of (i) the *First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee Of Equity Security Holders* Dated as of February 3, 2009 (as it may be amended or supplemented, the "Plan") (Docket No.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

20666); (ii) the *Debtors' Disclosure Statement for the First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee Of Equity Security Holders Dated as of February 3, 2009* (as it may be amended or supplemented, the "Disclosure Statement") (Docket No. 20667); and (iii) the *Exhibit Book to First Amended Plan and Disclosure Statement* (as it may be amended or supplemented, the "Exhibit Book") (Docket No. 20668) with the last versions of the Plan, Disclosure Statement and Exhibit Book that were filed with this Court, to the extent applicable.

Accordingly, attached hereto are the following blackline comparisons:

<u>Plan:</u>	Plan Blackline (marked against Dec. 19, 2008 version)
<u>D.S.:</u>	Disclosure Statement Blackline (marked against Dec. 19, 2008 version)
<u>TOC:</u>	Exhibit Book Table of Contents (marked against Sept. 19, 2008 version)
<u>Exhibit 2:</u>	Asbestos PI Trust Agreement (marked against Nov. 10, 2008 version)
<u>Exhibit 4:</u>	Asbestos PI Trust Distribution Procedures (marked against Nov. 21, 2008 version)
<u>Exhibit 5:</u>	Schedule of Settled Asbestos Insurers Entitled to 524(g) Protection (marked against Nov. 13, 2008 version)
<u>Exhibit 10:</u>	Cooperation Agreement (marked against Dec. 19, 2008 version)
<u>Exhibit 25:</u>	Case Management Order for Class 7A Asbestos PD Claims (marked against Dec. 19, 2008 version)

Dated: February 4, 2009
Wilmington, Delaware

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read 'Laura Davis Jones', is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

- and -

KIRKLAND & ELLIS LLP

David M. Bernick, P.C.
Theodore L. Freedman
Janet S. Baer
Craig A. Bruens
Citigroup Center
153 East 53rd Street
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel for the Debtors and Debtors in Possession